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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

THOMSON FINANCIAL Name of Offering (check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that [X] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE apply): Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer: Plexus M/2 Holdings, LLC Address of Executive Offices: 848 Brickell Avenue, Suite 600, Miami, FL 33131 Telephone Number: 305.377.2880 Address of Principal Business Operations: 848 Brickell Avenue, Suite 600, Miami, FL 33131 Telephone Number: Same Brief Description of Business: Professional Internet and e-business products and services. Type of Business Organization

[] limited partnership, already formed

[] corporation



[X] other (please specify):

[] business trust	[] limited partnersh	nip, to be form	ed Li	mited Liabilit	y Company
		Month	Year		
Actual or Estimated Date of	Incorporation or Organiza	ation: [0 9]	[2000]	[X] Actual	[] Estimated
Jurisdiction of Incorporation		vo-letter U.S. da; FN for oth			n for State: FL
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers in Regulation D or Section 4(6) When to File: A notice must offering. A notice is deemed the earlier of the date it is readdress after the date on w certified mail to that address Where to File: U.S. Securition D.C. 20549. Copies Required: Five (5) comanually signed. Any copie or bear typed or printed sign Information Required: A new only report the name of the Part C, and any material che and the Appendix need in Filing Fee: There is no federal State: This notice shall be used to for sales of securities in the Issuers relying on ULOE mustate where sales are to be precondition to the claim for form. This notice shall be fill Appendix in the notice consideration.	making an offering of security, 17 CFR 230.501 et sequent to be filed no later than 15 of filed with the U.S. Security eceived by the SEC at the chich it is due, on the date is. The estate of this notice must be some manually signed must at the security of the security	or 15 U.S.C. days after the ities and Exchaddress giver it was mailed ession, 450 Fift to e filed with the stabe photoco formation requanges thereton previously suffered ULOE and with the Securistate requires the proper among in accordar	77d(6). first sale of ange Common below or, by United Street, Notes of mades and offering that have stitles Administrations of the payment shall ance with stall and stall ance with stall ance with stall ance with stall and stall ance with stall ance with stall and stall and stall ance with	f securities in the mission (SEC) if received at the States registered. W., Washington e of which must nually signed commation request Parts A and B. Exemption (UL adopted this for in each ent of a fee as a accompany this late law. The	ne on nat ed or on, t be oppy d ed in Part OE) rm.
	A. BASIC IDENTIFIC	ATION DATA			
2. Enter the information req	uested for the following:				nagonalis constanting dell'ille
Each beneficial own disposition of, 10%Each executive offi	he issuer, if the issuer has ner having the power to vo or more of a class of equ icer and director of corpora of partnership issuers; ar	ote or dispose ity securities o ate issuers an	, or direct to of the issue	he vote or er;	

Each general and managing partner of partnership issuers.

					Partner
Full Name: Martell	l, Ivan L.H.				
Business or Residence	ce Address: 848	Brickell Aven	ue, Suite 600, Miami,	FL 33131	
Check Box(es) that [Apply:] Promoter [X]	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name: Martell, h	(yle Н.				O TOTAL AND THE CONTROL OF THE CONTR
Business or Residen	ce Address: 848	Brickell Aven	ue, Suite 600, Miami,	FL 33131	
Check Box(es) that [Apply:] Promoter [X]	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name: Moore, H	lugh M.				
Business or Residen	Contact Section Section 1988		irka ligerikarila vali mempakan	20096. SS 280 SP Selfabor 15 L.	State State Co. Sect.
Check Box(es) that Apply:] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name: Hollowa					
Business or Residen	ce Address: 662	5 Pendo Drive	e; Spearfish, SD 577	83	MO21.1 + 2.1.10.
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director []	General ar Managing Partner
Full Name: Felice, P	atrick R.	-			
Business or Residen	ce Address: 4 R	yan Circle; Siı	msbury, CT 06070		
Check Box(es) that Apply:	[] Promoter]	Beneficial Owner	[Executive] Officer	[Director []	General an Managing Partner
Full Name (Last nam	ne first, if individua	al)			
Business or Residen	ce Address (Nun	nber and Stre	et, City, State, Zip Co	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General an

											Part	ner	
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	the issug?	uer sold,	or does	the issu	uer inten	d to sell,	to non-a	accredited	d investo	rs in this	6	Yes [No X
			Answ	er also	in Apper	ndix, Col	umn 2, if	filing und	der ULOI	Ε.			
2. Wh	at is the	minimu	m invest	ment th	at will be	accepte	ed from a	iny individ	dual?				00.00
3. Do	es the of	fering pe	ermit joir	nt owner	ship of a	a single ι	unit?					Yes X	No
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Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)				
Name	of Asso	ciated E	Broker o	Dealer									
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Full N	ame (La	st name	first, if i	ndividua	al)	OPPhysiology accesses and called Michael College	**************************************	-				
Busine	ess or R	esidenc	e Addres	ss (Num	ber and	Street, C	City, State	e, Zip Co	de)			
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$0	\$0
[] Common [] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other: Membership Interest	\$350,552.63	\$350,552.63
Total	\$350,552.63	\$350,552.63

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$0
Non-accredited Investors	5	\$350,552.63
Total (for filings under Rule 504 only)		\$350,552.63
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering Rule 505 Regulation A : NA	Type of Security NA NA Membership Interest	Dollar Amount Sold \$0 \$0 \$350,552.63
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses: Postage and Miscellaneous Total]]]]]]]]]]]]]]]]]]]]] \$0] \$1,093.26] \$52,719.32] \$2,350.00] \$0] \$0] \$999.64] \$57,162.22
 b. Enter the difference between the aggregate offering price given in response to Question 1 and total expenses furnished in response to Part C - Question 4.a. The difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used on proposed to be used for each of the purposes shown. If the amount for any 	is	\$293,390.41

purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	\$100,000.00	\$0
Purchase of real estate	\$0	\$0
Purchase, rental or leasing and installation of machinery and equipment	\$0	\$0
Construction or leasing of plant buildings and facilities	\$0	\$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$0	\$0
Repayment of indebtedness	\$50,552.63	\$0
Working capital	\$142,837.78	\$0
Other (specify):	\$0	\$0
	\$0	\$0
Column Totals	\$293,390.41	\$0
Total Payments Listed (column totals added)	\$293,390.41	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Ivan L. H. Martell	·	5/21/02
Name of Signer (Print or Type)	Title of Signer (P	rint or Type)
Ivan L. H.Martell	Manager	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18
U.S.C. 1001.)

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Ivan	L. H. Marte	ell				found	A MANTEL	5/21/02	
Name	of Signer	(Print c	or Type)			Title (Pri	nt or Type)		
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this fo	rm. One co	py of	of the signing re every notice on F opies of the man	orm D mus	t be man	ually signed. Ar	ny copies not n	nanually	
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http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999